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Press release

Regulated information - inside information

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La Hulpe, 9 November 2023, 22.15 (Brussels time)

ATENOR

Public limited liability company organized under the laws of Belgium with registered office at Avenue Reine Astrid 92, 1310 La Hulpe (Belgium) enterprise number 0403.209.303 (RLE Brabant Wallon) (“**Atenor**” or the “**Company**” and, together with its wholly-owned subsidiaries, the “**Group**”)

Atenor launches a Rights Issue (capital increase with statutory preferential rights) of maximum 32,175,039 Offered Shares for an amount of maximum EUR 160,875,195

Application for admission to trading and listing of the Preferential Rights, the Offered Shares and the Top-up Shares on Euronext Brussels

- Maximum number of Offered Shares is 32,175,039; maximum number of Top-up Shares (if any) is 4,300,000
- Maximum amount of the Rights Issue is EUR 160,875,195; maximum amount of the Top-up Capital Increase (if any) is EUR 21,500,000
- Issue price: EUR 5.00 per new share
- Subscription Ratio: 3 Preferential Rights grant their holders the right to subscribe for 13 Offered Shares in the Rights Issue
- Detachment of coupon no. 19 representing the Preferential Right on 10 November 2023 after closing of Euronext Brussels
- Subscription Period: from 13 November 2023 (9.00) (Belgian time) until 27 November 2023 (16.00) (Belgian time)
- The Preferential Right will be tradeable during the Subscription Period.
- **IMPORTANT:** Holders of Preferential Rights (either Existing Shareholders who have not sold their Preferential Rights or persons who have purchased Preferential Rights) who have not exercised (or are deemed not to have exercised) their Preferential Rights during the Subscription Period, will not be able to exercise them at a later date. Preferential Rights that have not been exercised during the Subscription Period (or are qualified as such), will become null and void. Holders of Preferential Rights (either Existing Shareholders who have not sold their Preferential Rights or persons who have purchased Preferential Rights) who have not exercised (or are deemed not to have

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- exercised) their Preferential Rights during the Subscription Period, will not receive any consideration on account of their Preferential Rights.
- Several reference shareholders, for an aggregate amount of EUR 112 million, have irrevocably committed themselves *vis-à-vis* the Company to subscribe for Offered Shares at the Issue Price (the “Pre-committed Shareholders”)
 - Several new investors, for an aggregate amount of EUR 21.5 million, have irrevocably committed themselves *vis-à-vis* the Company to subscribe for Offered Shares and/or, as the case may be, Top-up Shares, at the Issue Price, in exchange for a guaranteed allocation of the corresponding number of Offered Shares and/or, as the case may be, Top-up Shares (the “Pre-committed Investors”, and together with the Pre-committed Shareholders, the “Pre-committers”)
 - If and to the extent not all Offered Shares are subscribed for through the exercise of Preferential Rights, the remaining Offered Shares will be offered to the Pre-committers without additional consideration in the following order of priority: (i) 3D SA/NV for an amount up to the remaining part of its Pre-commitment, (ii) Luxempart S.A. for an amount up to the remaining part of its Pre-commitment, and (iii) the Pre-committed Investors for an amount up to (and, as the case may be, *pro rata* to) their respective Pre-commitments.
 - If and to the extent (some of) the Pre-committed Investors were not able to subscribe for Offered Shares in the Rights Issue for the full amount of their Pre-commitment, the Company shall proceed with the Top-up Capital Increase
 - Belfius Banque SA/NV in cooperation with Kepler Cheuvreux SA, Banque Degroof Petercam SA/NV and KBC Securities SA/NV act as Joint Global Coordinators and Joint Bookrunners in the context of the Transaction

IMPORTANT: Holders of Preferential Rights (either Existing Shareholders who have not sold their Preferential Rights or persons who have purchased Preferential Rights) who have not exercised (or are deemed not to have exercised) their Preferential Rights during the Subscription Period, will not be able to exercise them at a later date. Preferential Rights that have not been exercised during the Subscription Period (or are qualified as such), will become null and void. Holders of Preferential Rights (either Existing Shareholders who have not sold their Preferential Rights or persons who have purchased Preferential Rights) who have not exercised (or are deemed not to have exercised) their Preferential Rights during the Subscription Period, will not receive any consideration on account of their Preferential Rights.

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WARNING: An investment in the Offered Shares (or the Top-up Shares) and the trading of the Preferential Rights involves significant risks. Investors are urged to familiarize themselves with the Prospectus, and in particular with the risk factors described in Section 1 “*Risk Factors*” before investing in the Offered Shares or the Top-up Shares or trading Preferential Rights in order to fully understand the potential risks and rewards associated with the investment decision, including the risks relating to the fact that: (i) as a result of the Transaction, Existing Shareholders will suffer a proportional dilution of the rights attached to their Shares (The stake in the Company’s share capital held by shareholders who fail to exercise their Preferential Rights would be diluted by 83.09% in the event 100% of the Offered Shares and 100% of the Top-up Shares would be issued. Existing Shareholders will also suffer a financial dilution of their shareholding in the Company. This risk stems from the fact that the Issue Price is lower than the current market price of the Shares.), (ii) in the context of the Rights Issue, 3D SA/NV (controlled by STAK Iberanfra) may increase its (direct or indirect) shareholding in the Company above the 30%-threshold without triggering the obligation to launch a mandatory public takeover bid to all Shareholders, (iii) as of the date of the Prospectus, and as set out in Section 5.3 “*Working Capital Statement*” of the Prospectus, the Company is of the opinion that it does not have sufficient working capital to meet its present requirements and to cover its working capital requirements for a period of at least 12 months following the date of the Prospectus, (iv) the Company’s earnings depend primarily on the disposal of its projects and that the Company’s income may therefore fluctuate from year to year, (v) the Company’s results depend primarily on the sale value of its projects and that the Company is therefore exposed to the risk of changing economic conditions, (vi) the liquidity position of the Company could be put at risk when a bundle of circumstances arises and that the current evolution of the economic environment and its turbulences have created a combination of circumstances putting a high pressure on the liquidity of the Group, (vii) the Group remains exposed to the risk of having to borrow at more onerous financial terms than budgeted, that the Group might undergo credit conditions restrictions in the future and that a high indebtedness level would expose the Group to the risk of no longer being able to timely obtain the external financing necessary for its growth strategy on favorable terms, or that market conditions are such that the external financing necessary for the Group’s operations can no longer be found. Every decision to invest in the Offered Shares or the Top-up Shares or to trade Preferential Rights, must be based on all information provided in the Prospectus. Potential investors must be able to bear the economic risk of an investment in the Offered Shares or the Top-up Shares or trading Preferential Rights, and to undergo a full or partial loss of their investment.

The Transaction

Each shareholder holding shares in the Company at the close of trading on Euronext Brussels on 10 November 2023 will be granted one statutory preferential right for each existing share held in the Company at that time (the “Preferential Right”). The Preferential Rights will be represented by coupon no. 19, which will be detached from the underlying shares at the closing of Euronext Brussels on 10

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November 2023 and will be tradable on the regulated market of Euronext Brussels during the subscription period, between 13 November 2023 (9.00) (Belgian time) and 27 November 2023 (16.00) (Belgian time) inclusive (the "Subscription Period").

Existing Shareholders holding Preferential Rights and any other holders of acquired Preferential Rights may subscribe for new shares in the Company through the exercise of Preferential Rights (the "Offered Shares") during the Subscription Period upon the terms and conditions set out in the prospectus published by Atenor (the "Prospectus"), at the issue price of EUR 5.00 per new share, and at the ratio of **3** Preferential Rights for **13** Offered Shares (the "Subscription Ratio").

The maximum number of Offered Shares is 32,175,039. The maximum number of Top-up Shares (if any) is 4,300,000. The Offered Shares and the Top-up Shares will have the same rights as the Existing Shares and will carry dividend rights for the current financial year and subsequent financial years. All Shares, including the Offered Shares and the Top-up Shares, will participate equally in the profits (if any) of the Company.

The FSMA has approved the English version of the Prospectus (including the Summary) on 9 November 2023 in accordance with article 20 of the Prospectus Regulation. The Prospectus has been prepared as a simplified prospectus pursuant to Article 14 *io.* Article 6(3) of the Prospectus Regulation.

The FSMA has only approved the Prospectus (including the Summary) as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Company or the quality of the securities that are the subject of the Prospectus. Investors should assess for themselves whether it is appropriate to invest in the securities.

If the Rights Issue, respectively the Top-up Capital Increase, is not fully subscribed for, the Company reserves the right to realize the relevant capital increase for a lower amount. However, the minimum gross proceeds for the Company pursuant to the issue of Offered Shares and Top-up Shares has been set at EUR 133.5 million, below which the Transaction will not be completed.

The Company reserves the right to withdraw or suspend the Rights Issue respectively the Top-up Capital Increase before, during or after the Subscription Period, but in any event prior to the admission to trading of the Offered Shares respectively the Top-up Shares on the regulated market of Euronext Brussels, if (i) it determines market circumstances have changed making the realization of the Rights Issue respectively the Top-up Capital Increase materially more difficult, (ii) no Underwriting Agreement is signed or an event occurs which allows the Underwriting Agreement to be terminated or (iii) no confirmation of the admission to trading of the Offered Shares and the Preferential Rights respectively the Top-up Shares on the regulated market of Euronext Brussels after their issue, respectively their detachment, is received. The minimum gross proceeds for the Company pursuant to

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the issue of Offered Shares and Top-up Shares has been set at EUR 133.5 million, below which the Transaction will not be completed.

Subscriptions

Subscription applications may be submitted directly and free of charge at the counters of Belfius Bank, Banque Degroof Petercam, KBC Bank, CBC Banque and KBC Securities for investors holding a client account there and/or through any other financial intermediary. Investors are invited to inform themselves about any costs charged by financial intermediaries.

There may also be costs associated with the purchase, exercise and/or sale of Preferential Rights and/or the subscription for Offered Shares and/or Top-up Shares. Investors are invited to inform themselves of any costs charged for this purpose by financial intermediaries.

Pre-Commitments

Several reference shareholders, for an aggregate amount of EUR 112 million (i.e., 3D SA/NV for an amount of c. EUR 60.63 million, ForAtenoR SA/NV for an amount of c. EUR 19.37 million¹, Luxempart S.A. for an amount of EUR 30 million and Stéphan Sonnevile SA/NV for an amount of EUR 2 million) have each, on a several and not joint basis, irrevocably committed themselves *vis-à-vis* the Company to subscribe for Offered Shares at the Issue Price. ForAtenoR SA/NV and Stéphan Sonnevile SA/NV will subscribe for Offered Shares for the full amount of their Pre-commitment through the exercise of part of their Preferential Rights. The Pre-commitments of 3D SA/NV and Luxempart S.A. exceed their *pro rata* entitlement in the Public Offering of Offered Shares at the Subscription Ratio by respectively EUR 38,289,630 and EUR 12,245,510. If and to the extent not all Offered Shares are subscribed for through the exercise of Preferential Rights, the remaining Offered Shares will be offered to 3D SA/NV and Luxempart S.A. for an amount up to the remaining part of their respective Pre-commitments (without additional consideration on account of the non-exercised Preferential Rights), as described below.

Several investors, for an aggregate amount of EUR 21.5 million (including Midelco SA/NV for an amount of EUR 10 million and Vandewiele Group SA/NV for an amount of EUR 10 million) have each, on a several and not joint basis, irrevocably committed themselves *vis-à-vis* the Company to subscribe for Offered Shares and/or, as the case may be, Top-up Shares, at the Issue Price, in exchange for a guaranteed allocation of the corresponding number of Offered Shares and/or, as the case may be, Top-up Shares.

Private Placement of Offered Shares

¹ 3D SA/NV remains severally and jointly liable with ForAtenoR SA/NV for its Pre-committed Amount.

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If and to the extent not all Offered Shares are subscribed for through the exercise of Preferential Rights, the remaining Offered Shares will be offered to the Pre-committers (without additional consideration on account of the non-exercised Preferential Rights) in the following order of priority: (i) 3D SA/NV for an amount up to the remaining part of its Pre-commitment, (ii) Luxempart S.A. for an amount up to the remaining part of its Pre-commitment, and (iii) the Pre-committed Investors for an amount up to (and, as the case may be, *pro rata* to) their respective Pre-commitments (the "Private Placement of Offered Shares", and together with the Public Offering of Offered Shares, the "Rights Issue"). If, by reason of the exercise of Preferential Rights, not enough Offered Shares remain available for offer in the Private Placement of Offered Shares, 3D SA/NV and/or Luxempart S.A. may not subscribe for the full amount of their Pre-commitment.

Top-up Capital Increase

If and to the extent (some of) the Pre-committed Investors were not able to subscribe for the full amount of their Pre-commitment in the Rights Issue, the Company shall proceed with the issue of new ordinary shares in the Company (the "Top-up Shares") in the context of a capital increase in cash with cancellation of the preferential rights of the existing Shareholders to the benefit of the Pre-committed Investors below par value within the framework of the authorized capital (the "Top-up Capital Increase", and together with the Rights Issue, the "Transaction"), whereby the Pre-committed Investors will subscribe for Top-up Shares for all or the remaining part of their Pre-commitment.

Reasons for the transaction and use of proceeds

If, in accordance with the Company's estimate, based on a maximum subscription for (only) the Rights Issue, approximately EUR 156.9 million of net proceeds are raised, the Company intends to use these proceeds as follows:

- approximately EUR 96.7 million is expected to be allocated to a reinforcement of its balance sheet structure through an improvement of the equity over debt ratio, as well as the reimbursement of part of the existing loans. These loans will most probably be the following:
 - the Com'Unity project financing of EUR 35 million in principal (and approximately EUR 1,160,000 in interests as at the closing of the Transaction), which has been granted by 3D SA/NV, and which the Company intends to reimburse (in full or in part) as at the closing of the Transaction; and
 - the bridge to capital loan of EUR 60 million in principal (and approximately EUR 580,000 in interests), which has been granted by Belfius by way of partial mobilization of the Pre-Commitments of reference shareholders, and which is reimbursable as at the closing of the Transaction. This bridge to capital loan has been used by the Company to reimburse a bond maturing on 4 October 2023 for EUR 30 million in

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principal (and EUR 1,050,000 in interests) and to finance advances of EUR 30,400,000 to the Company's subsidiaries for the development of projects in progress.

- approximately EUR 27 million is expected to be allocated to the further roll-out of the Group's existing project pipeline focusing on sustainable development, through advances to the branches of the Company for the development of projects in progress;
- the reimbursement of maturing tranches of outstanding commercial paper programmes in France for an amount of EUR 20 million; and
- the remainder of the net proceeds of EUR 13.2 million would then be used for general working capital purposes, meaning that the Company would further use this amount with a view to implementing its strategic plan of re-enforcing its balance sheet, further developing the project pipeline and supporting the sustainability agenda of the Company in the medium term.

Issue price

The Issue Price amounts to EUR 5.00 and has been determined on 6 November 2023 by the Extraordinary Shareholders Meeting.

The Issue Price is 67.43% lower than the closing price of the Share on the regulated market of Euronext Brussels on 25 September 2023 (which amounted to EUR 15.35). Based on this closing price, the theoretical ex-rights price ("TERP") amounts to EUR 6.94, the theoretical value of a Preferential Right amounts to EUR 8.41, and the discount of the Issue Price to TERP is 27.96%. The Issue Price is 64.29% lower than the closing price of the Share on the regulated market of Euronext Brussels on 8 November 2023 (which amounted to EUR 14.00). Based on this closing price, the TERP amounts to EUR 6.69, the theoretical value of a Preferential Right amounts to EUR 7.31, and the discount of the Issue Price to TERP is 25.23%.

Subscription Ratio

Holders of Preferential Rights may subscribe for Offered Shares at a ratio of 13 Offered Shares for 3 Preferential Rights.

Preferential Rights

The Preferential Rights (represented by coupon no. 19) will be detached from the Shares on 10 November 2023 (after closing of Euronext Brussels). The Preferential Rights will be admitted to trading on the regulated market of Euronext Brussels during the Subscription Period. The Preferential Rights will have ISIN code BE0970184876. The Existing Shares will therefore be traded ex-coupon no. 19 as from 13 November 2023.

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The (i) Preferential Rights that have not been exercised by the end of the Subscription Period and (ii) Preferential Rights in a registered form (x) for which a properly completed and signed subscription form was not received on time, (y) which have not been transferred by (the financial intermediary of) the shareholder (notwithstanding any instruction to that effect), or (z) for which the aggregate Issue Price has not been paid in time (and which will therefore all qualify as unexercised Preferential Rights), will automatically become null and void.

Dividend rights

The Offered Shares and the Top-up Shares will have the same rights as the Existing Shares and will carry dividend rights for the current financial year and subsequent financial years. All Shares, including the Offered Shares and the Top-up Shares, will participate equally in the profits (if any) of the Company.

Admission to trading

An application has been made for the admission to trading of the Offered Shares and the Top-up Shares from their issue on the regulated market of Euronext Brussels. The Offered Shares and the Top-up Shares will not be admitted to trading on the regulated market of Euronext Brussels prior to their effective issue. The Offered Shares and the Top-up Shares will be assigned the ISIN code BE0003837540, being the same code as for the Existing Shares.

Communication of the results of the Transaction

The results of the Transaction (including the amount and number of Offered Shares and Top-up Shares (if any) subscribed for, and the net proceeds of the Transaction) will be announced in a press release published on the website of Atenor, on or about 28 November 2023 (before opening of Euronext Brussels).

Payment in full and delivery of the Offered Shares and the Top-up Shares

The payment of the subscriptions for Offered Shares through the exercise of dematerialized Preferential Rights shall be made by debiting the subscribers' accounts, with value date on, in principle, 30 November 2023.

The subscription and payment formalities and deadlines for the subscription for Offered shares through the exercise of registered Preferential Rights will be communicated to the existing registered shareholders by means of a letter addressed to them by the Company.

Offered Shares issued on the basis of registered Preferential Rights shall be registered as registered Shares in the share register of the Company on or around 30 November 2023. Offered Shares issued on the basis of dematerialized Preferential Rights will be delivered in dematerialized form on or around 30 November 2023.

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The Syndicate

Belfius Banque SA/NV in cooperation with Kepler Cheuvreux SA, Banque Degroof Petercam SA/NV and KBC Securities SA/NV (together, the “Underwriters”) act as Joint Global Coordinators and Joint Bookrunners in the context of the Rights Issue.

Prospectus

The Prospectus consists of the Prospectus (including any information incorporated therein by reference) and the Summary.

The Prospectus and the Summary may be distributed separately. The Prospectus is drafted in English and has been translated to French. The Summary is drafted in English and has been translated to French and Dutch.

The Prospectus shall be made available to investors free of charge at the Company’s registered office (Avenue Reine Astrid 92, 1310 La Hulpe, Belgium) as of 10 November 2023 at the latest. The Prospectus shall also be made available to investors free of charge at (i) Belfius Banque SA/NV, upon request by e-mail regulations@belfius.be and on its website www.belfius.be/atenor2023; (ii) Degroof Petercam SA/NV on its websites <http://www.degroofpetercam.com/en-be/atenor-2023> (ENG), <http://www.degroofpetercam.com/fr-be/atenor-2023> (FR) and <http://www.degroofpetercam.com/nl-be/atenor-2023> (NL); and (iii) KBC Securities SA/NV, upon request by phone +32 78 152 153 and on its websites www.kbc.be/atenor2023 and www.bolero.be/nl/atenor. The Prospectus can also be consulted as of 9 November 2023 (after closing of Euronext Brussels) on the Company’s website (<https://www.atenor.eu/en/investors/capital-increase/>), whereby the access on the aforementioned websites is each time subject to customary limitations.

Subscription and Subscription period

The subscription for Offered Shares through the exercise of Preferential Rights is possible during the entire Subscription Period, *i.e.*, from 13 November 2023 (9.00 (Belgian time)) up to and including 27 November 2023 (16.00 (Belgian time)) according to the Timetable. The Subscription Period cannot be closed early.

Existing Shareholders holding their Shares on a securities account (*i.e.*, in dematerialized form), will automatically be allocated a corresponding number of Preferential Rights in the securities account they hold with their financial institution, subject to the restrictions set out in the Prospectus and subject to applicable financial legislation. They will be informed by their financial institution of the procedure to be followed for the exercise or trading of their Preferential Rights.

Existing Shareholders who hold their Shares in registered form will receive a letter from the Company informing them of the number of Preferential Rights they hold and the procedure that they have to

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follow in order to exercise or transfer their Preferential Rights. Existing Shareholders holding their Shares in registered form who wish to validly exercise their Preferential Rights must send the relevant form in time for the Company to receive it no later than 16.00 (Belgian time) on 27 November 2023 and must pay the total Issue Price in time as mentioned in the Prospectus and the letter from the Company. **IMPORTANT:** In the absence of a timely and correct subscription and/or payment, the relevant registered Preferential Rights will be deemed not to have been exercised and will become null and void. The Company will refund any late payments (without interest).

Costs

Subscribers to the Rights Issue respectively the Top-up Capital Increase are requested to inform themselves about costs that would be charged by financial intermediaries. They must pay these costs themselves.

Expected timetable of the Transaction

Publication of the statutory notice of the Rights Issue and the Subscription Period in the Belgian Official Gazette/newspaper/website	31 October 2023
Approval of the Prospectus by the FSMA	9 November 2023
Press release announcing the Transaction, the modalities of the Transaction and the opening of the Subscription Period	9 November 2023 (after closing of Euronext Brussels)
Publication of the Prospectus on the website of the Company	9 November 2023 (after closing of Euronext Brussels)
Detachment of coupon no. 19 for the exercise of the Preferential Right	10 November 2023 (after closing of Euronext Brussels)
Opening of the Subscription Period – start of trading of the Preferential Rights on the regulated market of Euronext Brussels	13 November 2023 at 9.00 (Belgian time)
Latest date by which (i) the subscription form in respect of registered Preferential Rights must be received by the Company and (ii) the corresponding aggregate Issue Price must have <u>reached</u> the bank account specified in the letters to registered Existing Shareholders (crediting)	27 November 2023 at 16.00 (Belgian time)
Closing of the subscription period – end of trading of the Preferential Rights on the regulated market of Euronext Brussels	27 November 2023 at 16.00 (Belgian time)

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Expected execution of the Underwriting Agreement by the Underwriters and the Company	27 November 2023 (after closing of Euronext Brussels)
Private placement of the Offered Shares and, as the case may be, the Top-up Shares	27 November 2023 (after closing of Euronext Brussels)
Press release announcing the results of the Transaction	28 November 2023 (before opening of Euronext Brussels)
Payment of the aggregate Issue Price for the Offered Shares subscribed for in the Private Placement of Offered Shares or through the exercise of dematerialized Preferential Rights	30 November 2023 (before opening of Euronext Brussels)
Determination of the realization of the capital increase(s) within the framework of the Transaction	30 November 2023 (before opening of Euronext Brussels)
Delivery of the Offered Shares and the Top-up Shares to the subscribers	30 November 2023
Admission to trading of the Offered Shares and the Top-up Shares on the regulated market of Euronext Brussels	30 November 2023
Press release announcing the realization of the capital increase(s) within the framework of the Transaction and the new denominator	30 November 2023 (before opening of Euronext Brussels)

The Company may amend the dates and times of the capital increase(s) and the dates and periods indicated in the above Timetable and in the Prospectus. In that case, the Company will notify Euronext Brussels and inform investors thereof by means of a press release and on the website of the Company. Insofar as legally required, the Company will then also publish a supplement to the Prospectus.

IMPORTANT INFORMATION

These written materials are not for distribution in or to persons resident in the United States of America, Australia, Canada, Japan or South Africa. The information contained herein does not constitute an offer of securities for sale in the United States of America, Australia, Canada, Japan or South Africa.

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This information is an advertisement and not a prospectus and investors should not purchase or subscribe for any securities referred to in this information except on the basis of information in the prospectus to be published by Atenor SA (“Atenor” or the “Company”) in due course in connection with the offering (the “Prospectus”). Copies of the Prospectus will, following publication and subject to restrictions set forth in the Prospectus, be available from the Company’s registered office at Avenue Reine Astrid 92, 1310 La Hulpe, Belgium and on the website (<https://www.atenor.eu/en/investors/capital-increase/>) and may also be made available on a designated webpage by Belfius Banque SA/NV acting together with its subcontractor Kepler Cheuvreux SA, Banque Degroof Petercam SA/NV and KBC Securities SA/NV.

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The Company’s securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the “Securities Act”), or under the laws of any state or other jurisdiction in the United States of America, and may not be offered or sold within the United States of America except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state laws. No public offering of securities will be made in the United States of America.

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